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Charles E. Smith Management, Inc.
2345 Crystal Drive, 10th Floor
Arlington, Virginia 22202

April 23, 2002

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Rm. N5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

02 MAY -2 PM 12:29

Dear Sir or Madam:

Pursuant to the reporting and disclosure of Title I of ERISA for unfunded plans maintained by an employer for a select group of management or highly compensated employees, please be advised that Charles E. Smith Management, Inc. (the "Company") maintains three (3) plans for the purpose of deferring compensation for a select group of management or highly compensated employees.

The number of employees participating in each of these plans is as follows:

1. Retirement Benefits Agreement (Williams) – One (1) Participant
2. Retirement Benefits Agreement (Hyson) – One (1) Participant
3. Retirement Benefits Agreement (Hause) – One (1) Participant

The Company's address is 2345 Crystal Drive, 10th Floor, Arlington, Virginia 22202. The Company's employer identification number is 52-0745065.

If so requested by the Department of Labor, we will be happy to provide documents governing the above-listed plans. Please do not hesitate to contact me if you have any questions.

Very truly yours,

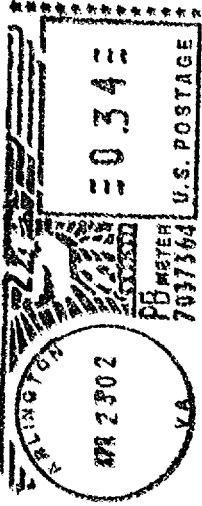
Charles E. Smith Management, Inc.



E. Matthew Hause, Senior Vice President
(703) 769-1023

EMH: ms

Matthew Hause
The Charles E. Smith Management, Inc.
2345 CRYSTAL DRIVE, 10TH FLOOR
ARLINGTON, VIRGINIA 22202



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